

SPECIALTIES & SUPPLIES

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February 1, 2011

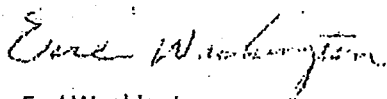
Mr. William S. Ware, President/CEO
Mid State Construction Company, LLC
300 Briarwood West Drive
Jackson, MS 39206

Dear Billy:

Enclosed are two(2) signed original copies of Agreement Regarding Sharing of Job Profits associated with the Army Corp of Engineers ERDC/ITL Office Building and Technology Facility with represents my understanding of the verbal discussion and commitment between the two of us. It is imperative that this agreement represents our verbal agreement. Please return one original with both signatures to me.

Should additional information be desired, please notify me.

Sincerely,



Earl Washington
President/CEO

Exhibit C

**MIDSTATE
000402**

AGREEMENT REGARDING SHARING OF JOB PROFITS

This agreement is made between U.S. Coating Specialties and Suppliers, LLC (USCSS) and Mid State Construction Company, Inc. (MS).

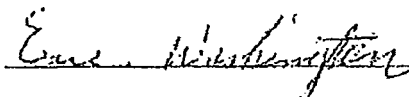
In April, 2010, USCSS and MS elected to submit a bid proposal to the U.S. Army Corps of Engineers for the construction of the ERDC/ITL Building in Vicksburg, Mississippi. USCSS is a qualified 8a firm and was eligible to bid on the project. USCSS proposed to Mid State that the two firms would prepare a bid for the job and, if awarded, construct the building and share the profits. USCSS submitted the bid as prime contractor. Mid State, through its relationship with Travelers Surety obtained a bid bond for USCSS to submit with their bid. Mid State estimated the cost of the work and prepared the bid price, which USCSS submitted to the U.S. Army Corps of Engineers.

In June, 2010, the project was awarded to USCSS in the amount of \$11,383,000. In October, 2010, the Contract was amended by the Corps and the Contract amount was increased to \$13,101,000.

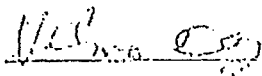
USCSS and MS have further agreed to execute the work of the Contract in a cooperative manner, each contributing resources and expertise as needed to benefit the profitability of the job. USCSS is the prime contractor and MS is the major subcontractor. Both parties, in the spirit of transparency and cooperation, agree to provide copies of relevant information, i.e. receipts, invoices, purchase orders, etc. to each other in order to track project profitability. Both parties will maintain appropriate records that allow USCSS and Mid State to provide job cost accounting for the project. Both parties will update each other monthly on the cost compared to budget. In so doing, the two parties agree to share in the profits of the job.

Attached hereto is an estimate of the cost of the project which predicts a potential job profit. The parties have agreed to share the profits 50/50. The estimate of profit will be reviewed and revised every thirteen weeks throughout the project.

Agreed this the 1st day of Feb, 2011.


U.S. Coating Specialties & Suppliers, LLC

Mid State Construction Company, Inc.


Witness

Witness

MIDSTATE
000403

AGREEMENT REGARDING SHARING OF JOB PROFITS

This agreement is made between U.S. Coating Specialties and Suppliers, LLC (USCSS) and Mid State Construction Company, Inc. (MS).

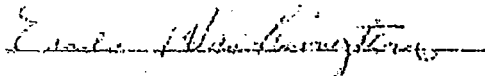
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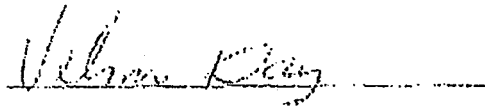
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Attached hereto is an estimate of the cost of the project which predicts a potential job profit. The parties have agreed to share the profits 50/50. The estimate of profit will be reviewed and revised every thirteen weeks throughout the project.

Agreed this the 7 day of Feb, 2011.


U.S. Coating Specialties & Suppliers, LLC

Mid State Construction Company, Inc.


Witness

Witness

MIDSTATE
000404